

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

St Mellons Golf Club (1964) Ltd

WEDNESDAY



A22 05/10/2022 #351
COMPANIES HOUSE

Name

1. The company's name is St Mellons Golf Club (1964) Ltd.
(And in this document, it is called the "Company" or the "Club").

Interpretation

2. In these articles:

"The Act" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force

"The Articles" means the Company's articles of association

"Companies registered office". St Mellons Golf Club, St Mellons, Cardiff. CF3 2XS.

"member" means the persons admitted to membership of the Club in accordance with Articles [4 and 5] and any Rules from time to time in force

"Officer" means a director, secretary, or manager of the Company

"The Rules" means the rules [and] regulations of the Club made by the Board or by the Club in a general meeting, as amended from time to time

"Secretary" means any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

"General Meetings" means meetings that are not the Annual General Meeting. These will normally be called by the Directors.

"Board Meetings" means meetings held by the Board of Directors.

- (a) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not yet in force when these Articles become binding on the Company.

- (b) Where appropriate, the singular includes the plural.
- (c) The headings in these Articles do not form a part of them or in any manner affect their interpretation or construction.

Application of Income, Property, and restrictions on Objects

- 3. The following Objects are in addition to those specified in the Memorandum.
 - (a) To purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required which may be conveniently used in connection with the grounds, clubhouse, or other premises of the Company by persons frequenting them, whether members of the Company or not.
 - (b) To do all such things as the directors consider to be in the best interests of the Club

Membership

- 4. Membership of the Company shall be open to all without discrimination. A member of the Company may only be an individual. No person shall become a member of the Company unless that person has completed an application for membership on a form approved by the directors and such an application has been approved by the directors.
- 5. The application form shall contain an undertaking to comply fully with the Articles of Association, Rules, and Memorandum.

It is the responsibility of the member to ensure that any change/s to the information supplied on the application form is notified to the Company within one month of the change occurring, so that records can be updated.

Notice of resignation

- 6. Any member wishing to resign their membership of the Company must give notice in writing of their intention to do so, addressed to the General Manager and deposited at the registered office of the Company.

For members who are using the Direct Debit scheme they MUST also inform the Credit Company of their finishing date as per their agreement. They also need to ensure that they have paid all fees due for the golf that they have played.

Membership is on an annual basis, so any resignation comes into effect on the 31st of March. There will be no refund of paid fees.

Upon completion of the resignation process all details / records of the resigned member must be removed from the Company records / system to comply with GDPR.

Cessation of membership

- 7. Any member of the Company expelled in accordance with the Rules, or otherwise ceasing to be a member of the Company whether by resignation, death or any other reason, shall, in default of an actual notice of resignation of their membership of the Company served in accordance with [Article 6] above, be automatically deemed to have served a notice resigning their membership of the Company

pursuant to [Article 6] one calendar month from the date that they ceased to be a member of the Company. Unless the cessation of membership relates to non-payment of fees by the payment deadline. In which case the member will cease to be a member with immediate effect. Any member of the Company who ceases to be a member for whatever reason forfeits all rights to or claim upon the Company, its property or funds, or any return of fees or subscriptions paid, (except for the cessation being due to death, when a pro rata refund of the subscriptions paid will be made if claimed by the deceased estate) and remains liable for any fees or charges due from him as at the date of cessation including, for the avoidance of doubt, the undertaking to contribute the sum (not exceeding £10) set out in the Memorandum.

Rights of members not transferable

8. The rights of a member as such are specific to that member and not transferable and cease upon their death.

Annual General Meeting

9. The Company shall hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year and must specify the meeting as the Annual General Meeting in the notices convening it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

General Meeting

10. All general meetings other than Annual General Meetings shall be called General Meetings.

11. The directors may, whenever they think fit, convene a general meeting.

12. Members of the Company may require the directors to convene a general meeting. The directors must call a general meeting once the company has received requisition to do so from members who represent at least 5% of the total voting rights of all the members having at the date of deposit of the request a right to vote at general meetings.

13. A requisition made by members:

- (a) must state the general nature of the business to be dealt with at the meeting, and
- (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.

A resolution may properly be moved at a meeting unless: it would, if passed, be ineffective, it is defamatory, or it is frivolous or vexatious.

14. A requisition may be made in hard copy or electronic form and must be authenticated by the person or persons making it.

15. If the directors are required to hold a meeting pursuant to a requisition by members, they shall call such meeting within 21 days from the date on which they become subject to the requirement. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting

shall include notice of the resolution. The meeting shall be held on a date not more than 28 days after the date of the notice convening the meeting.

16. If the directors are required to call a meeting but fail to do so in accordance with the above provisions, the members who requisitioned the meeting, or any of them representing more than 50% of the total voting rights of all of them, may themselves call a general meeting. If the requisition identified a resolution intended to be moved at the meeting, notice of the meeting shall include notice of the resolution. The meeting shall be called for a date not more than three months after the date on which the directors became subject to the requirement to call a meeting.

Notice of general meetings

17. A general meeting shall be called by at least 14 days' notice. An Annual General Meeting or a meeting called for the passing of a special resolution shall be called by at least 21 days' notice. Any meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by members who represent not less than 90% of the total voting rights at that meeting of all the members. Any period of notice is exclusive of the day on which the notice is given and the day of the meeting.

18. Notice shall be given to every member and every director of the company, and shall state:

- (a) the time and date of the meeting;
- (b) the place of the meeting; and
- (c) the general nature of the business to be dealt with at the meeting.

19. Notice shall be given in hard copy form, in electronic form, or by means of the company website; or partly by one such means and partly by another. If notice is by means of the company website, the company shall notify persons so entitled of the presence of the notice on the website. Such notification shall state that it concerns a notice of a company meeting, and specify the place, date and time of the meeting. The notice shall be available on the company website from the date of notification until the conclusion of the meeting.

20. Accidental omission to give notice of any meeting to any one or more persons does not of itself invalidate the proceedings at that meeting.

Special Business

21. All business shall be deemed special that is transacted at a General Meeting and also all that which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the directors and auditors, the election and re-election of the directors in the place of those retiring and the appointing, and the fixing of the remuneration of the auditors.

Quorum

22. No business may be conducted at any general meeting unless a quorum of members of the Company is present. Save as otherwise provided in these Articles, 5% of the members of the Company present in person, by proxy or in a hybrid meeting and entitled to vote is a quorum. If within half an hour from the time appointed for the meeting a quorum of members is not present or if, during the holding of a meeting, such a quorum ceases to be present:

(a) if the meeting was called pursuant to a request by members, it shall immediately be dissolved; and

(b) in any other case, the meeting shall be adjourned to the same day in the next week at the same time and place or to such other day, time and place as the directors may determine. If, at the adjourned meeting, a quorum of members is not present within half an hour of the time appointed for the adjourned meeting, the members present shall form a quorum.

23. To satisfy the legal requirements for a virtual or hybrid meeting, **members must be able to participate in the meeting as if they were attending in person**. Members must be able to hear the proceedings, speak and be heard at the meeting.

Chairman

24. The elected Chairman, shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, they are unwilling to act, or they are not present within 5 minutes after the time appointed for the holding of the meeting, the directors present shall elect one of their number to be Chairman of the meeting. If at any meeting no director is willing to act as Chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall, by simple majority, elect one of their number to be Chairman of the meeting.

Passing of resolutions

25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or ballot, as determined by the Board of Directors. A show of "hands" can also be counted in a hybrid meeting. A declaration by the Chairman that a resolution has or has not been passed, or passes with a particular majority, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in recorded minutes of the meeting shall also be conclusive evidence of that fact without such proof. A declaration or entry shall not be conclusive evidence if a poll is demanded in respect of the resolution, and the demand is not subsequently withdrawn.

26. A poll may be demanded by the Chairman or at least 2 members having the right to vote at the meeting.

27. The demand for a poll may be withdrawn.

28. If a poll is demanded and not withdrawn:

(a) it shall be taken in such manner as the Chairman directs and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. No member of the Company shall be entitled to a second or casting vote where there is an equality of votes; and

(b) if demanded by the Chairman, or on the question of adjournment, the poll shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Subject to the provisions of the Act, a resolution in writing signed by each and all of the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been duly passed at a general meeting of the Company duly convened and held.

Voting rights

29. Every member of the Company shall be entitled to vote under these Articles from time to time and shall have one vote and shall be entitled to receive notice of and to attend and vote at general meetings PROVIDED THAT no member may vote at any meeting unless all monies presently due and payable by him to the Company have been paid.

No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of their membership, shall have one vote and be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.

Proxies

30. Any member of the Company may appoint another voting member of the company as their proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the Company. Every notice calling a meeting of the Company shall include, with reasonable prominence, a statement informing the member of their rights to appoint a proxy.

31. The Company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

A proxy must be appointed in writing under the hand of that Full Member, which states:

(a) The name and address of the member appointing the proxy.

(b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.

(c) Is signed by or on behalf of the member appointing the proxy and is delivered to the company in accordance with these Articles of Association and any instructions contained in the notice of the general meeting to which they relate.

The instrument (see form) appointing the proxy must be deposited at the Office of the Club not less than 48 hours before the time of holding the Meeting at which the person named in such instrument proposes to vote.

This form is to be used in respect of the resolutions mentioned below as follows:

"I/We, of"

Being a Member/Members of the Company, hereby appoint of
..... as my proxy to vote for me on my behalf at the annual general or
general or adjourned (as the case may be) meeting of the Company to be held on the
..... day of Two Thousand and and at any adjournment thereof.

As witness my hand this

..... day of Two Thousand and"

Resolution No. 1 *for * against *

Resolution No. 2 *for * against * strikethrough whichever not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed day of Two Thousand and

32. Where the Company has given an electronic address in a notice calling a meeting, and in an instrument of proxy or invitation to appoint a proxy in relation to the meeting, any document or information relating to proxies for that meeting may, subject to any conditions or limitations specified in the notice, be sent by electronic means to that address. Documents relating to proxies include: the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, a proxy, and notice of termination of the authority of a proxy.

33. The instrument appointing a proxy must be received by the Company no later than the following time:

- (a) in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting;
- (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;
- (c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded.

In calculating the periods in this Article, no account shall be taken of any part of a day that is not a working day.

34. In default of compliance with this Article the instrument of proxy shall not be treated as valid. A valid instrument of proxy shall be deemed, unless expressing the contrary, to confer authority to

demand or join in demanding a poll. An otherwise valid instrument of proxy shall only be deemed invalid if a revocation of proxy, in whole or in part, shall be received by the Company AND/OR the appointee prior to the exercise of the proxy at the meeting or the adjourned meeting.

Directors

35. The maximum number of directors is 6 and the minimum number of directors is 4. This maximum and minimum may be changed by a resolution of the Company in general meeting. A director must be a member of the Company.
36. All Directors must sign the Conflicts of Interest Policy and declare any conflicts before or during meetings.
37. The Company will ensure that the Companies Insurance includes "Directors Liability".
38. The Captain of the club shall be an ex officio director without voting rights and shall not be eligible to be appointed Chairman under the provisions of [Article 24 hereof.]
39. At a meeting of directors, 4 directors are a quorum. The directors shall meet monthly or more frequently if necessary. A director shall not vote nor be counted as a member of the quorum at any directors' meeting held in respect of any contract in which they are interested and if they shall purport to vote their vote shall not be counted and if the meeting is thereby inquorate any resolution concerning that contract is and shall be void. The first Chairman shall be as elected by the membership. The directors may then elect a Chairman at a meeting of directors who shall be Chairman unless and until another director is elected in their place or they shall cease to be a director. If there are fewer than the stated minimum number of directors, those directors or a sole director in office shall not have the power to transact business PROVIDED THAT they shall be entitled to- and shall forthwith- call a general meeting for the purpose of appointing further directors.

Remuneration

40. No director of the Company shall be appointed to any salaried office and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any director except a director is entitled to be reimbursed from the property of the Company for payment of out-of-pocket expenses properly and reasonably incurred by them solely in connection with the director's duties as director when acting on behalf of the Company, PROVIDED THAT nothing in these Articles shall prohibit payment by the Company of any sum or salary to the Secretary for clerical or other assistance.

Any member and director can submit a sealed tender as prescribed in the Memorandum, section 4.

Age-limits

41. A person may not be appointed director of the Company unless they have attained the age of 16 years. There is no maximum age limit for directors.

Retirement of directors

42. At every Annual General Meeting of the Company at least one third of the directors for the time being must retire from office so that no director shall remain in office as a director after the third Annual General Meeting from their election without retiring and putting himself forward for re-election.

The only exception to the above applies to the initial Directors under the new Management Structure when they will hold the office for 18 months prior to the retirement sequence commencing due to the commencement date of the new structure. After this period one third of the directors will be replaced every year. For the initial Directors a ballot must be held to establish the sequence of retirement based on the Director with the least votes being first and the one with the most votes being last. The directors to retire in each Annual General Meeting shall be those who have been longest in office since their last election (including, where applicable, their last election as directors of The Company Limited) but, as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Retiring directors are eligible for re-election. The Company may from time to time by ordinary resolution determine in what rotation the directors are to retire from office.

43. The Company at the Annual General Meeting at which a director retires in the manner set out at [Article 42] may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election in accordance with [Article 44] below, be deemed to have been re-elected, unless at such a meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

No Director shall hold more than two consecutive terms in office. A minimum of a 1-year break must be served by a director who has held office for two consecutive terms before they can stand for re-election.

Appointment and removal of directors

44. Save where the number of directors falls below 4, the directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not exceed the number fixed in accordance with these Articles. If the number of directors falls to 2 then the remaining 2 directors MUST immediately appoint a minimum of 2 additional directors. Any director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

As per the Companies Act. No person who has been declared bankrupt in the last 15 years is eligible to become a Director of the Company.

45. The Company may by ordinary resolution remove any director before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Company and such director.

46. The office of a director is further vacated automatically if:

- (a) they hold any office of profit under the Company;

- (b) they are directly or indirectly interested in any contract with the Company and fails to declare the nature and/or existence of their interest in the manner required by s.182 of the Act;
- (c) their membership of the Company is terminated in accordance with the Articles of Association and/or Rules of the Company;
- (d) they absent themselves from meetings of the directors for a continuous period of 3 months without special leave of absence from the directors acting and duly recorded at a directors meeting held during that period of 3 months;
- (e) they are disqualified from acting as a director by operation of law or order of the court; or
- (f) they give the directors one calendar months' notice in writing that they resign their office.
- (g) they being an elected director of the company was elected under the provisions of [Article 63] to the position of Captain but nothing in this provision shall prevent a person so elected from being an ex officio director of the Company without voting rights as provided in [Article 38].

Election of Directors

47. No person shall be eligible for election as director at any Annual General Meeting unless not less than 28 days nor more than 42 days before the date appointed for the meeting there shall have been left at the registered office of the Company:

- (a) a notice in writing signed by a member duly qualified to attend and vote at that meeting stating the member's intention to propose such person for election as director; and
- (b) a notice in writing signed by the proposed director stating their willingness to be elected.

The names of candidates proposed in accordance with this Article shall be entered onto the proxy form delivered with the notice convening the Annual General Meeting of the Company and placed thereupon in alphabetical order and against the name of the candidate seeking election as Director the words "Director" must appear and provision made thereon for the members of the Company to indicate their vote in favour of or against any such nominee. A retiring director offering himself for re-election may be identified as such on the proxy form delivered with the notice convening the Annual General Meeting.

- (c) All candidates must submit a completed application / competencies form, and this will be included with the notice convening the Annual General Meeting.
- (d) No person who is not an eligible member of the Company shall in any circumstances be eligible to hold office as a Director. No member shall be disqualified from becoming or remaining as a Director by reason of their age.

48. In the event of there being more candidates or nominations than there are vacancies on the board of directors, subject to the maximum number of directors as set out in these Articles, the election shall be by ballot at the Annual General Meeting. If there should be an equality of votes, the Chairman shall decide by lot which of the candidates so receiving an equal number of votes shall be elected. In case there shall be insufficient nominations the directors may fill the remaining vacancies in accordance with and subject to [Article 44].

If the number of candidates or nominations does not exceed the number of vacancies, each of the persons so nominated shall be deemed to have been duly elected unless a Resolution is expressly passed to the effect that they have not been elected / re-elected.

The only exception to the above applies to the initial Directors under the new Management Structure when they will hold the office for 42 months prior to the retirement sequence commencing due to the commencement date of the new structure. A ballot must be taken to establish the sequence of retirement. The Chairman will be the Director that receives the most votes.

In subsequent years the Directors will select their own Chairman.

The Finance Director shall also be elected by ballot at the Annual General Meeting. Their willingness to stand for these positions shall be indicated on the ballot form.

The ballot for the Board of Directors shall open 21 days before and close at the commencement of the Annual General Meeting.

Powers and duties of directors

49. The general duties of the directors are as specified in section 170 to section 177 of the Act.

50. The Directors have a responsibility to ensure that the Company abides by the latest relevant UK Acts, Legislation, and Regulations related to the operation of the Company.

51. The Directors have the responsibility to ensure that any changes to Articles of Association and Members of the Board are registered with Companies House within 14 days of the Annual General Meeting or the General Meeting.

52. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or under these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and these Articles and to such regulations, not being inconsistent with the foregoing provisions, as may be prescribed by the Company in general meeting PROVIDED THAT no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made. The directors may, subject to [Article 35], act notwithstanding vacancies.

53. The directors may exercise all the powers of the Company (including:

(a) to borrow money (to a maximum annual limit of 20% of annual turnover, unless additional borrowing is agreed at an Annual General Meeting or General Meeting) and to mortgage or charge its assets or undertakings, or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company;

(b) to fix the annual and other subscriptions and entrance fee (if any) payable by Members on such terms and conditions as they think fit and provide for such variation of subscriptions for different classes of Members as they think fit. The annual subscriptions shall become due by the 1st of April each year or such other date or dates as the directors in any case may determine. If the whole of the subscription or any part thereof shall remain unpaid within one calendar month of its due date a

member shall cease ipso facto to be a member of the Company and shall have no claim on the assets thereof;

(c) to raise money by a levy upon the members but the payment of such levy shall not be enforceable unless the imposition of the levy has been approved by a normal resolution passed in any general meeting including the Annual General Meeting of the Company;

(d) to fix from time to time the different categories of membership the conditions of entry into each category and the rights and privileges attaching to each category which for the avoidance of doubt shall include the voting rights of each category.

54. The directors may delegate any of their powers to a committee or committees of members of the Company appointed by the directors. With the exception of a committee with less than 4 members or one concerned with the purchase for the Company, or supply by the Company, of intoxicating liquor, a committee may have up to one third of its membership from members of the Company other than directors. In the exercise of the powers delegated to it a committee must conform to any regulation prescribed by the directors and the Articles of the Company. Any delegation of powers or appointment of a committee or a member of that committee may be recalled or revoked by the directors at any time.

55. A committee may meet and adjourn as it thinks proper or as directed by the directors. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall NOT have a second or casting vote.

56. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the directors shall from time to time by resolution determine.

57. The directors shall cause minutes to be made for the purpose of:

(a) all appointments of Officers or membership of committees and the delegated powers of those committees made by the directors including the revocation or recall of the same;

(b) the names of all directors and members present at each meeting of the directors and of any committee; and

(c) all resolutions of members passed otherwise than at general meetings, all proceedings of general meetings of the Company and of the directors and committees.

58. The records referred to at (c) above must be kept for at least ten years from the date of the resolution, meeting or decision, as appropriate.

59. The directors shall be entitled to request observers to attend meetings of the board of directors who shall be members of the Company and who shall, subject to any contrary resolution of the directors, have the right to speak but not vote at those meetings. These shall include, but not limited to, the President, Captain and General Manager.

60. Subject to [Article 35], the directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be

decided by a majority of votes. In the case of an equality of votes the Chairman shall NOT have a second or casting vote. A director may, and the Secretary on requisition of the director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.

61. All acts done by any director, acting either alone or as part of a committee or meeting, shall be valid notwithstanding that it is afterwards discovered that: there was a defect in their appointment, they were disqualified from holding office, they had ceased to hold office, or they were not entitled to vote on the matter in question.

62. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

Election of Captain, and Captain's Committee

63. The next Captain will be nominated each year by the Selection Committee, comprising the current Captain, the Immediate Past Captain and the four most recent Captains.

The Club at its Annual general Meeting in every year shall elect a Captain to hold office until the next Annual General Meeting.

The Vice-Captain shall be nominated by the next Captain.

Nominations for the Captain's Committee shall be as follows: - Any 2 members of the Company, who shall have been members for at least 2 years, shall be at liberty to nominate an eligible member, who shall have been a member for at least 3 years, to serve on the Captain's Committee. Nominations shall be in writing and signed by the proposer and seconder and delivered to the Company office before the 31st of December together with a letter of acceptance from the candidate.

The names of candidates proposed in accordance with this Article shall be entered onto the proxy form delivered with the notice convening the Annual General Meeting of the Company and placed thereupon in alphabetical order and against the name of the candidate seeking election to the Captain's Committee the words "Captain's Committee" must appear and provision made thereon for the members of the Company to indicate their vote in favour of or against any such nominee. A retiring member of the Captain's Committee offering themselves for re-election may be identified as such on the proxy form delivered with the notice convening the Annual General Meeting.

No person who is not an eligible member of the Company shall in any circumstances be eligible to hold office as Captain, Vice-Captain, or member of the Captain's Committee. No member shall be disqualified by reason of their age.

The office of Captain, Vice-Captain, or member of the Captain's Committee shall be vacated if the member ceases to be a member of the Company.

The Captain's Committee will be made up of the Captain, Vice-Captain, Ladies Captain, Junior Captain / Organiser and 4 elected members.

Election of Honorary President

64. Nominations shall be in writing and signed by the proposer and seconder and delivered to the Company office before the 31st of December together with a letter of acceptance from the candidate. If more than 1 nomination is received then the names of candidates proposed in accordance with this Article shall be entered onto the proxy form delivered with the notice convening the Annual General Meeting of the Company and placed thereupon in alphabetical order and against the name of the candidate seeking election to be President the words "President" must appear and provision made thereon for the members of the Company to indicate their vote in favour of or against any such nominee. If there is only 1 nomination the candidate will be elected by a show of hands at the Annual General Meeting.

No person who is not an eligible member of the Company shall in any circumstances be eligible to hold office as President. No member shall be disqualified by reason of their age.

The office of President shall be vacated if the member ceases to be a member of the Company.

The member appointed as Honorary President shall hold office for such period as the Club shall from time to time determine save that in any event, they must retire at the Third Annual General Meeting next following the Meeting at which they were appointed. The Honorary President shall be entitled to attend and speak at all meetings of the Captain's Committee but shall have no vote. The Board may also invite the Honorary President to be an Observer at Board meetings.

Accounts

65. The directors shall ensure that adequate accounting records are kept, in accordance with section 386 of the Act. In particular, these shall contain:

- (a) entries from day to day of all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; and
- (b) all sales and purchase of goods by the Company.
- (c) a record of the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if they are not such books of accounts as are necessary to give a true and fair view of the state of the Company and explain its transactions.

66. The accounting records shall be kept at the Company's registered office or such other place as the directors think fit and shall at all times be open to inspection by the Company's Officers. The directors shall from time to time determine whether and to what extent, at what times and places, and under what conditions and regulations, the accounting records, or any of them, are to be open to the inspection of members of the Company who are not Officers, or as otherwise determined by statute or by the Company in general meeting. Accounting records which the Company is required to keep under section 386 of the Act shall be preserved for at least 3 years from the date on which they are made.

67. For each financial year, the directors shall prepare accounts of the Company for that financial year comprising: a balance sheet as at the last day of the financial year and a profit and loss account, giving a true and fair view of the Company's financial position and in accordance with section 398 of

the Act. The company's annual accounts shall be approved by the board of directors and signed on behalf of the board by a director of the Company. The balance sheet shall contain the signature, the name of the person who signed it, and a statement in a prominent position above the signature to the effect that the accounts have been prepared in accordance with the provisions applicable to a company subject to the small company's regime as defined in section 381 of the Act.

68. The directors shall also prepare a directors' report for each financial year of the Company, stating:

(a) the names of the persons who, at any time during the financial year, were directors of the Company; and

(b) the principal activities of the company in the course of the year.

69. Should the company be audited, the directors' report shall also contain a statement to the effect that, in the case of each of the persons who are directors at the time the report is approved:

(a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and

(b) they have taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

70. The directors' report shall be approved by the board of directors and signed on behalf of the board by a director or the secretary of the Company. It shall state the name of the person who signed it and contain a statement in a prominent position above the signature to the effect that the report has been prepared in accordance with the small company's regime.

71. The directors shall deliver to the registrar for each financial year a copy of the balance sheet drawn up as at the last day of that year, and – if the Company has been audited for that year – a copy of the auditor's report on those accounts. The directors may also deliver:

(a) a copy of the company's profit and loss account for that year; and

(b) a copy of the directors' report for that year.

Such accounts and reports shall be filed no more than 9 months after the end of the relevant accounting reference period. Calculation of the period for filing shall be in accordance with section 443 of the Act.

72. Copies of the Company's annual accounts and reports for each financial year shall be sent to all persons entitled to receive notices of general meetings of the Company, provided that no such obligation shall arise for a person for whom the Company does not have a current address as defined in section 423 of the Act. Such accounts and reports must be sent no later than the end of the period for filing, or, if earlier, the date on which the Company's accounts and reports are actually delivered to the registrar.

73. On demand by a member, the Company shall provide within seven days of receipt of the request and free of charge a single copy of: the company's last annual accounts, the last directors' reports, and – if the Company was audited for that financial year – the auditors' report on those

accounts (including the statement on that report). The entitlement under this Article is in addition to any copy to which a member may be entitled under any other Article.

Audit

74. Auditors shall be appointed, and their duties regulated in accordance with the provisions of Part 16 of the Act.

Rules of the Club

75. The directors of the Company may from time to time make, alter and repeal any Rules they consider necessary or expedient or convenient for the proper conduct and management of the Club and in particular, but not exclusively, they may by such Rules:

- (a) Regulate the different categories of membership the conditions of entry into each category and the rights and privileges attaching to each category which for the avoidance of doubt shall include the voting rights of each category
- (b) Regulate the terms and conditions upon which guests of the club and its members, children of members of the Club and visitors may use the property and premises of the Club and Company;
- (c) Fix the times of opening and closing of the golf course, clubhouse and premises of the Club and Company or any part of them and the permitted hours for the supply of intoxicating liquor;
- (d) Regulate the conduct of members of the Club in relation to one another and to the Club and Company staff;
- (e) Set aside the whole or any part of the Club and Company premises for members, of class of member at any particular time or for any particular purpose;
- (f) Regulate all matters in relation to expulsion and suspension of membership from the Club or Company and they may pursuant to the proper exercise of this power delegate such to the Captain's committee of the club.
- (g) Regulate any matter that is commonly the subject of Club rules.

76. The directors must adopt whatever means they consider sufficient to bring all Rules, alterations, repeals, and additions to the notice of the members of the Company. All Rules of the Company, for so long as they are in existence, are binding upon all members of the Company. No Rule may be inconsistent with or affect or repeal anything contained in the Articles or be in breach of any statutory provision. Any Rule may be altered, repealed, or added by resolution of the directors.

Indemnity

77. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other Officer or committee member of the Company shall be indemnified out of the assets of the Company against any liability incurred by him to a person other than the Company in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the courts for liability for negligence, default, breach of statutory or other duty or breach of trust in relation to the affairs of the Company SUBJECT ALWAYS that the person so

indemnified must have acted honestly, reasonably and in the best interests of the Company and is entitled to be indemnified.

Dissolution

78. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed amongst such members of the Company at the date of the commencement of the winding up as shall have been members for not less than 2 years in proportion to the sum of all annual subscriptions paid by them respectively during their years of membership.

Communication (including Notices) by the Company to Members

79. Unless otherwise provided for in these Articles or by the Act, the Company may send a document or information to a member by the following means:

- (a) in hard copy form by sending it by post in a prepaid envelope addressed to the member at the address held by the Company in its register. Provided that the address is in the United Kingdom, and it was properly addressed, prepaid and posted, service of the document or information is deemed to have been received by the intended recipient 48 hours after it was posted;
- (b) in electronic form if the member has given an e-mail address for this purpose. Provided that it was properly addressed, the document or information is deemed to have been received by the intended recipient 48 hours after it was sent; or
- (c) by making such document or information available on the Company website. The document or information shall be readable and downloadable, and the recipient shall be notified of its presence and how to access it. The document or information is deemed to have been received by the intended recipient when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website. It shall be available on the website for at least 28 days beginning with the day on which notification was sent to the intended recipient, provided that temporary non-availability wholly attributable to circumstances that it would not be reasonable to have expected the Company to prevent or avoid shall be disregarded.
- (d) Where a member has received a document or information from the Company otherwise than in hard copy form, they require the company to send him a version of the document or information in hard copy form. The Company shall send free of charge such document or information in hard copy form within 21 days of receipt of any such request.

80. A document or information sent or supplied by a member to the Company or by the Company to a member is sufficiently authenticated if:

- (a) in hard copy form, it is signed by the person sending or supplying it; and
- (b) in electronic form, the identity of the sender is confirmed in the manner specified by the Company or, where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the company has no reason to doubt the truth of that statement.